HELM
FINANCIAL CORPORATION

June 16, 1999

RECORDATION NO. 20158-A FILED

JUN 2 1 '99   11-00AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Locomotive Lease Agreement dated May 1, 1996 by Helm
      Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under
49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the
following document:

> Two (2) fully-executed originals of the above-referenced Lease
> Termination.

In connection with the recording of the Lease Termination, please note the
following information:

Name and Address of Lessor: Helm Financial Corporation
                                   One Embarcadero Center, Suite 3700
                                   San Francisco, CA 94111

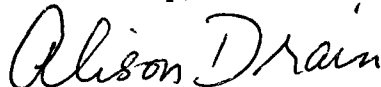**Name and Address of Lessee:**   MotivePower Industries, Inc.(as successor in
                                   interest to MK Rail Corporation)
                                   1200 Reedsdale Street
                                   Pittsburgh, PA 15233

Equipment: Thirty-four (34) locomotives as more fully
                                   described in <u>Schedule A</u> to the Lease Termination
                                   attached hereto.

Previous STB Filing: Memorandum of Locomotive Lease Agreement filed on
                                   June 27, 1996 at 12:40 p.m. under Recordation No.
                                   20158.

Please file this Lease Termination as a supplementary document and return one (1)
stamped original to my attention. A check covering the filing fee of twenty-six
dollars ($26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

TERMINATION OF LEASE

THIS **TERMINATION OF LOCOMOTIVE LEASE AGREEMENT** ("Termination") is dated as of May 13, 1999 by **HELM FINANCIAL CORPORATION**, a California corporation (**"Lessor"**).

1.   **Recitals**. Lessor entered into the Locomotive Lease Agreement dated as of May 1, 1996 (**"Lease"**) with MotivePower Industries, Inc. (f.k.a. MK Rail Corporation), a Delaware corporation, with respect to the thirty-four (34) locomotives described in <u>Schedule A</u> attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (**"STB"**) under STB Recordation No. 20158 filed on June 27, 1996.
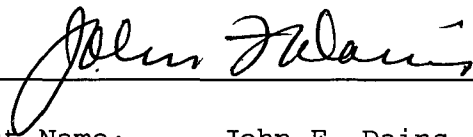
   The Lease was terminated on December 31, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2.   **Termination**. The Lease is hereby formally terminated.

   IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By:_____

Print Name: John F. Dains

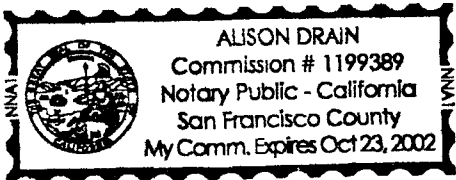Title: Senior Vice President & CFO

STATE OF CALIFORNIA   )
) S.S.

COUNTY OF SAN FRANCISCO   )

On _____ June 11th _____, 1999, before me, _____ Alison Drain _____ personally appeared John F. Dains, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

  X   personally known to me   **-OR-**

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

ALISON DRAIN
Commission # 1199389
Notary Public - California
San Francisco County
My Comm. Expires Oct 23, 2002

_____
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Locomotive Lease dated as of December 31, 1998.

THE UNITS

Equipment Description	Unit Number	Unit Number
Twenty-one SD45 Locomotives	ATSF 5348	ATSF 5367
	ATSF 5349	ATSF 5368
	ATSF 5353	ATSF 5369
	ATSF 5355	ATSF 5370
	ATSF 5357	ATSF 5371
	ATSF 5358	ATSF 5372
	ATSF 5359	ATSF 5373
	ATSF 5361	ATSF 5374
	ATSF 5364	ATSF 5375
	ATSF 5365	ATSF 5376
	ATSF 5366	
Twelve (12) F45 Locomotives	ATSF 5951	ATSF 5967
	ATSF 5954	ATSF 5971
	ATSF 5957	ATSF 5973
	ATSF 5961	ATSF 5974
	ATSF 5964	ATSF 5977
	ATSF 5966	ATSF 5984
One (1) SD45B Locomotive	ATSF 5501	